

EXHIBIT B

Declaration of Committee Chair

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In Re:	Case No. 21-22080-GLT
ROCKDALE MARCELLUS HOLDINGS, LLC, and ROCKDALE MARCELLUS, LLC, ¹	Chapter 11
Debtors.	(Jointly Administered)
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ROCKDALE MARCELLUS HOLDINGS, LLC, and ROCKDALE MARCELLUS, LLC,	Document No.:
Movant,	Related to Doc. No.
v.	Hearing Date: November 12, 2021
NO RESPONDENT.	Hearing Time: 10:00 a.m.

**DECLARATION OF COMMITTEE CHAIR IN SUPPORT OF
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS PURSUANT TO SECTIONS 327, 328, 330, AND
1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF
BANKRUPTCY PROCEDURE 2014 AND 2016, AND LOCAL RULE
2016-1 FOR AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI
STANG ZIEHL & JONES LLP AS COUNSEL EFFECTIVE AS OF OCTOBER 6, 2021**

Thomas Barnes, as authorized representative of the Committee, declares under penalty of perjury as follows:

1. I, Thomas Barnes, am Chief Financial Officer of Chemstream Inc. (“Chemstream”). Chemstream was elected Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Rockdale Marcellus Holdings, LLC (7117); Rockdale Marcellus, LLC (8767). The Debtors’ address is 4600 J. Barry Ct., Suite 220, Canonsburg, PA 15317.

Pursuant to Sections 327, 328, 330, and 1103 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2014 and 2016, and Local Rule 2016-1 For Authorization to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of October 6, 2021 (the “Application”) on behalf of the Committee.²

The Committee’s Selection of PSZJ as Counsel

2. Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On October 1, 2021, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following five (5) members: (i) Aqua – ETC Water Solutions, LLC; (ii) Chemstream Inc.; (iii) Cudd Pressure Control; (iv) Moore Trucking, LLC; and (v) ProFrac Services, LLC.

4. On October 6, 2021, the Committee held a meeting and, among other things, voted to retain the Firm as its lead counsel, and subsequently voted to retain Whiteford, Taylor & Preston, LLP (“WTP”) as its Pennsylvania counsel, subject to Court approval. The Committee believes that PSZJ’s extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain PSZJ as the Committee’s counsel during these Cases.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Rate Structure

5. In my capacity as a Chair of the Committee, I am responsible for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.

Cost Supervision

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: October 18, 2021

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ROCKDALE
MARCELLUS HOLDINGS, LLC, AND
ROCKDALE MARCELLUS, LLC.**



Thomas Barnes
Chemstream Inc.

Solely in his capacity as Chair of the Official
Committee of Unsecured Creditors of Rockdale
Marcellus Holdings, LLC, and Rockdale Marcellus,
LLC, and not in any other capacity